

**UNITED STATES BANKRUPTCY COURT
MIDDLE DISTRICT OF FLORIDA
JACKSONVILLE DIVISION**

In re:

RMS TITANIC, INC., *et al.*,

Debtors.¹

Case No.: 3:16-bk-02230-PMG

Chapter 11

(Jointly Administered)

NOTICE OF ERRATA

At the hearing to consider the Equity Committee's Disclosure Statement, held August 30, 2018, the Equity Committee informed the Court that certain provisions in the filed Amended Disclosure Statement (Docket 1179) would need to be corrected to conform the Disclosure Statement to the Equity Committee's Amended Chapter 11 Plan (Docket 1180).

The Equity Committee hereby files this Notice of Errata, correcting certain entries in the Disclosure Statement filed on August 29, 2018, Docket No. 1179 in connection with revisions to the Amended Plan, Docket 1180.

The corrected entries are set forth in **bold** font below.

1. In Section III.A. of the Amended Disclosure Statement, at page 25 of 60 and 26 of 60 in Docket 1179;

In accordance with the Bankruptcy Code, the Plan also classifies certain Claims separately and provides, separately for each Class, that Holders of Allowed Claims will receive various types of consideration, thereby giving effect to the different rights of the Holders in each Class. The following chart summarizes the proposed classification and treatment of the Holders of Allowed Claims under the Plan:

¹ The Debtors in the chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number include: RMS Titanic, Inc. (3162); Premier Exhibitions, Inc. (4922); Premier Exhibitions Management, LLC (3101); Arts and Exhibitions International, LLC (3101); Premier Exhibitions International, LLC (5075); Premier Exhibitions NYC, Inc. (9246); Premier Merchandising, LLC (3867); and Dinosaurs Unearthed Corp. (7309) (collectively, the "Debtors"). The Debtors' service address is 3045 Kingston Court, Suite I, Peachtree Corners, Georgia 30071.

Class	Claims	Treatment	Status	Voting Rights
Class 1	Non-Tax Priority Claims	Paid in full on the Effective Date	Unimpaired	Deemed to Accept
Class 2	Secured Creditors	Paid in full on the Effective Date	Unimpaired	Deemed to Accept
Class 3	General Unsecured Claims, other than Class 5 Intercompany Claims	Each Holder of an Allowed Class 3 Claim shall receive its Pro Rata share of the Initial Distribution, the Interim Distribution(s) and the Final Distribution from the Liquidating Trust together with postpetition interest (i) at the rate set forth in the contract giving rise to the Allowed Class 3 Claim or, (ii) if no interest rate is set forth in such contract, at the Federal Judgment Rate set forth in 28 U.S.C. § 1961(a) through the date of entry of an order confirming the Amended Plan and post confirmation interest at the rate of 10% per annum on any outstanding balance. In addition, each Holder of an Allowed Class 3 Claim will receive a premium of up to an additional 20% of their claim from proceeds of the sale of French Artifacts.	Unimpaired	Deemed to Accept
Class 4	Premier Equity Interests	After payment of Allowed Class 3 Claims in full, each Holder of a Class 4 Equity Interest shall receive its Pro Rata share of the Initial Distribution, the Interim Distribution(s) and the Final Distribution from the Liquidating Trust.	Unimpaired	Deemed to Accept

Class	Claims	Treatment	Status	Voting Rights
Class 5	Intercompany Claims	On the Effective Date, all Intercompany Claims shall be cancelled and Holders of Intercompany Claims shall receive nothing under the Plan.	Impaired	Deemed to Reject

2. In section III.C. 1 of the Amended Disclosure Statement at pages 26 of 60 and 27 of 60 in Docket No. 1179:

“The Exit Financing will be used to pay, on the Effective Date of the Plan, (i) the DIP Loan, which the Equity Committee believes, based on information provided by the Debtors, to be approximately \$5,375,000, including interest; (ii); priority claims of the Debtors, which the Equity Committee believes, based on information provided by the Debtor to be in the amount of approximately \$542,000, excluding the allowed administrative claims of professionals employed in the Bankruptcy Case, which will be paid when and to the extent such claims become Allowed Claims pursuant to Section II B of the Plan; and (iii) to fund the Liquidating Trust and Liquidating Trustee’s administration of the estate in accordance with the terms of the Plan and the Liquidating Trust Agreement.”

3. The Amended Plan, Docket 1180, is corrected to conform to the Disclosure Statement to read as follows at page 17 of 46, Section II of the Amended Plan:

CLASSIFICATION AND TREATMENT OF CLAIMS AND EQUITY INTERESTS

Summary.

Premier and Intercompany Claims

The chart below summarizes the classes of Claims and Equity Interests of Premier for all purposes, including voting, confirmation, and distribution pursuant to the Plan:

CLASS	STATUS
Class 1: Other Priority Claims	Unimpaired - not entitled to vote
Class 2: Secured Claims	Unimpaired - not entitled to vote
Class 3: General Unsecured Claims	Unimpaired - not entitled to vote
Class 4: Premier Equity Interests	Unimpaired - not entitled to vote
Class 5: Intercompany Claims	Impaired, Deemed to Reject Plan.

4. Conforming changes also are made to the Amended Plan, Docket 1180, at pages 20 of 46 and 21 of 46, as follows:

Class 3: General Unsecured Claims.

a. Classification: Class 3 consists of all General Unsecured Claims against the Debtors.

b. Treatment: Unless a Holder of an Allowed Class 3 Claim agrees to accept a lesser treatment of such Claim, each Holder of an Allowed Class 3 Claim shall receive, as soon as practicable in the discretion of the Liquidating Trustee, in full satisfaction thereof, its Pro Rata Share of the Initial Distribution. In addition, after the Initial Distribution but prior to the Final Distribution Date, the Liquidating Trustee may, but is not required to, make one or more Interim Distributions to the Holders of Allowed Class 3 Claims of such Holders' Pro Rata Share of Available Cash, when, in the discretion of the Liquidating Trustee, the Liquidating Trust has sufficient Available Cash to make such Interim Distributions. Finally, on the Final Distribution Date, each Holder of an Allowed Class 3 Claim shall receive its Pro Rata Share of the Available Cash remaining in the Liquidating Trust, until the Allowed Class 3 Claim Amount of such Allowed Claim is paid in full **together with postpetition interest (i) at the rate set forth in the contract giving rise to the Allowed Class 3 Claim or, (ii) if no interest rate is set forth in such contract, at the Federal Judgment Rate set forth in 28 U.S.C. § 1961(a) through entry the date of an order confirming the Amended Plan and post confirmation interest at the rate of 10% per annum on any outstanding unpaid balance. In addition, each Holder of an Allowed Class 3 Claim will receive a premium of up to an additional 20% of their claim from proceeds of the sale of French Artifacts.**

Dated: September 4, 2018

By: /s/ Peter J. Gurfein

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Attorneys for the Official Committee of Equity
Security Holders of Premier Exhibitions, Inc.

CERTIFICATE OF SERVICE

I HEREBY CERTIFY that on September 4, 2018, the foregoing was transmitted to the Court for uploading to the Case Management/Electronic Case Files ("CM/ECF") System, which will send a notice of electronic filing to all creditors and parties in interest who have consented to receiving electronic notifications in this case. In accordance with the Court's Order Granting Debtors' Motion for an Order Pursuant to 11 U.S.C. § 105(a) and Rule 2002 Establishing Notice Procedures (Doc. 140), a copy of the foregoing was also furnished on September 4, 2018 by U.S. mail, postage prepaid and properly addressed, to the Master Service List attached hereto.

/s/ Jacob A. Brown

Attorney

MASTER SERVICE LIST
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Long Beach, CA 90813

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New York, NY 10112

CBS Outdoor/Outfront Media
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